

Edgar Filing: NBG RADIO NETWORK INC - Form SC 13D

NBG RADIO NETWORK INC  
Form SC 13D  
July 11, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a)  
AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

NBG Radio Network, Inc.

-----  
(Name of Issuer)

Common Stock, Par Value \$0.001 per Share

-----  
(Title of Class of Securities)

62873Q 10 6

-----  
(CUSIP Number)

Samuel G. Rubenstein, Esq.  
Executive Vice President and General Counsel  
MCG Capital Corporation  
1100 Wilson Boulevard, Suite 800  
Arlington, VA 22209  
(703) 247-7540

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

June 29, 2001

-----  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1 (e), 13d-1(f) or 13d-1(g), check the following box [ ]

13D

CUSIP No. 62873Q 10 6

1 NAME OF REPORTING PERSON/  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MCG Capital Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

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OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 4,850,235  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH 0  
10 SHARED DISPOSITIVE POWER  
4,850,235

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
4,850,235

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
25.5%

14 TYPE OF REPORTING PERSON  
CO

13D

CUSIP No. 62873Q 10 6

1 NAME OF REPORTING PERSON/  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MCG Finance Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) [ ]

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING POWER  
SHARES 0  
BENEFICIALLY 8 SHARED VOTING POWER  
OWNED BY EACH 4,850,235  
REPORTING 9 SOLE DISPOSITIVE POWER  
PERSON WITH 0  
10 SHARED DISPOSITIVE POWER  
4,850,235

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,850,235

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) [ ]  
EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

25.5%

14 TYPE OF REPORTING PERSON

CO

13D

CUSIP NO. 62873Q 10 6

ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to shares of the common stock, par value \$0.001 per share (the "Shares"), of NBG Radio Network, Inc., a Nevada corporation (the "Issuer"). The principal executive offices of the Issuer are located at 520 SW Sixth Avenue, Suite 750, Portland, OR 97204.

ITEM 2. IDENTITY AND BACKGROUND.

This schedule is being filed jointly by MCG Capital Corporation, a Delaware corporation ("MCG Capital"), and its wholly-owned subsidiary MCG Finance Corporation, a Delaware corporation ("MCG Finance") (together, the "Reporting Persons"), pursuant to a Joint Filing Agreement. A copy of the Joint Filing Agreement is attached. See Item 7.

Each of the Reporting Persons is a solutions-focused financial services company that primarily lends to and invests in small and medium-sized companies with revenues from \$5 million to \$200 million within the media, communications, technology and information services industry sectors. The principal business address and the address of the principal office of each of the Reporting Persons is 1100 Wilson Boulevard, Suite

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800, Arlington, Virginia 22209.

The name, business address and present principal occupation of the directors and executive officers of each of the Reporting Persons are set forth on Schedule I attached hereto and incorporated herein by reference.

This schedule is being filed by the Reporting Persons on behalf of persons that may be viewed as their controlling persons (the "Instruction C Persons") pursuant to the Securities and Exchange Commission's (the "SEC's") interpretation of its rules in Securities Exchange Act 1934 Release No. 13291 (Feb. 24, 1977). The controlling persons are five private equity and equity-related funds affiliated with Goldman, Sachs & Co. (an investment banking firm and member of the principal national securities exchanges): (i) GS Capital Partners, II, L.P., (ii) GS Capital Partners II Offshore, L.P., (iii) GS Capital Partners II (Germany) Civil Law Partnership, (iv) Stone Street Fund 1998, L.P., and (v) Bridge Street Fund, 1998, L.P. (together, the "Funds"). The Funds in the aggregate beneficially own 47.64% of the issued and outstanding common stock of MCG Capital. The Funds (and their respective general partners, investment committee, and managing general partner) and Goldman, Sachs & Co. disclaim possession of the power, directly or indirectly, to direct or to cause the direction of the management and policies of MCG Capital, whether through the ownership of MCG Capital common stock, by contract or otherwise, and disclaim beneficial ownership of any securities of the Issuer held or to be held (beneficially or otherwise) by the Reporting Persons.

The names, business address, and present principal occupation of the directors and executive officers each Instruction C Person (and certain other information) are set forth in Schedule II hereto.

During the last five years, neither the Reporting Persons nor the Instruction C Persons and, to the best of their knowledge, none of their respective executive officers or directors (i) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) except as set forth on Schedule III hereto, was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations or prohibiting activities subject to federal or state securities laws or finding any violation of such laws.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

The option (the "Option") to acquire warrants (the "Warrants") to purchase Shares of the Issuer identified in Item 5 of this schedule was issued to the Reporting Persons by the Issuer, pursuant to the Option and Warrant Agreement dated June 29, 2001 (the "Option and Warrant Agreement") as an inducement to, and as additional compensation for, the cost, expense and risk incurred by the Reporting Persons for the loans made to the Issuer (the "Loans") under the Credit Facility Agreement of June 29, 2001 (the "Loan Agreement"). The Reporting Persons paid no separate monetary consideration for the Option. If the Reporting Persons exercise the Option, however, they will forego their right to receive a lump sum payment in cash of a presently undeterminable amount that would equal 50% of the Deferred Interest (as defined in the Loan Agreement), on the alternative payment dates.

Copies of each of the foregoing agreements (together, the "Agreements") are attached as Exhibits to this schedule. See Item 7. All descriptions of the Agreements in this schedule are modified by their

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actual terms.

### ITEM 4. PURPOSE OF TRANSACTION.

The acquisition of the Option identified in Item 5 occurred in the context of and for the reasons set forth in Item 3. The Reporting Persons' Loans were provided to the Issuer in order to finance certain aspects of its business. As the Issuer's business improves, the Reporting Persons would expect that the value of its Option will increase to an amount that could exceed the value of 50% of the Deferred Interest payable by the Issuer (as described in Item 5). Based on the Reporting Persons' ongoing evaluation of the business, prospects, operations, and financial condition of the Issuer, the value of the Shares, other opportunities available to the Reporting Persons, general economic conditions and other future developments, the Reporting Persons may either exercise the Option (and the Warrants) or separately acquire Shares or other instruments to purchase Shares or, consistent with the requirements of the Securities Act of 1933, and the terms of the Option and Warrant Agreement, sell or transfer the Option, the Warrants or Shares underlying the Warrants (should they exercise the Option and the Warrants) or any other Shares or other instruments to purchase Shares.

The Loan Agreement provides the Reporting Persons with the right to approve certain proposed actions that fall outside of the Issuer's ordinary business operations, including, without limitation, events or matters listed in paragraphs (a), (b), (c), (e), (f), (g) and/or (j) of Item 4. If the Reporting Persons withhold approval, the proposed action may not take place. The existence of the Reporting Persons' approval rights may impede a third party from seeking to acquire control of the Issuer. The Reporting Persons have no present plans to grant or withhold approval with respect to any of the events or matters for which the Reporting Persons possess approval rights. Whether the Reporting Persons grant or withhold approval for any such events or matters in the future will depend on the Reporting Persons' assessment of the merits of a particular proposal or proposals that might be advanced by the Issuer and/or a third party with respect to one or more such events or matters.

Under the Loan Agreement, the Issuer is required to (i) acquire all the shares of Glenn Fisher Entertainment Corporation, (ii) sell or otherwise dispose of the following of its subsidiaries: (a) NBG Solutions, Inc. (no later than August 30, 2001), and (b) NBG Travel Exclusive, Inc. and (c) NBG Interactive, Inc. (no later than November 30, 2001), (iii) submit to a vote of its shareholders at its July, 2002 annual meeting a proposed reorganization to establish a holding company, and (iv) establish a compensation committee as a committee of the Issuer's Board of Directors.

Under the Option and Warrant Agreement, other than in accordance with the Issuer's employee option plan, the Issuer is prohibited from (i) issuing equity securities in consideration of services rendered to Company and (ii) issuing equity securities for no consideration.

The Loan Agreement provides the Reporting Persons with the customary remedies of a lender respecting the events of default, including, without limitation, the right to accelerate the maturity date, and the right to foreclose on the collateral, upon the occurrence of events of default, as defined in the Loan Agreement. If the Reporting Persons should decide to exercise any of their remedies, any such decision may cause the Issuer to seek the protection of the federal bankruptcy laws and/or to liquidate its business in whole or in part. The Reporting Persons have no present plans or proposals to exercise their remedies or to take other similar actions, but reserve the right to do so in the future in light of any events of default.

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Under the Option and Warrant Agreement, if the Reporting Persons exercise the Option and the Warrants, so long as the Reporting Persons own any "Warrant Shares" (as defined in the Option and Warrant Agreement), designate at any time directors to the Issuer's Board of Directors on a pro rata basis to their holdings of "Warrant Shares". The Reporting Persons have not exercised the Option, and have no present plan to exercise the Option. If, after exercising the Option and any of the Warrants, the Reporting Persons will be entitled to exercise their right to designate directors; should the Reporting Persons decide to exercise their right to appoint directors, they will amend this schedule.

Except to the extent, if any, that the above description may be deemed to include a present plan or proposal, the Reporting Persons have no present plans or proposals with respect to any of the events or matters identified in paragraphs (a) through (g) or paragraph (j) of Item 4. See Item 6.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) The Option to acquire in the aggregate 4,850,235 Warrants to purchase Shares was issued to the Reporting Persons by the Issuer, pursuant to the Agreements. The Reporting Persons may, under SEC rules, be deemed to beneficially own Warrants to purchase in the aggregate 4,850,235 Shares. Based on the number of Shares outstanding as of June 29, 2001, as provided by the Issuer, the Shares underlying the Warrants represent approximately 25.5% of the Issuer's outstanding shares, as calculated pursuant to Rule 13d-3. Although the Reporting Persons have reported beneficial ownership of all Shares underlying the Warrants they are entitled to acquire if they exercise the Option, unless and until the Reporting Persons exercise such Option and the Warrants have been issued to them, the Reporting Persons cannot convert the Warrants into Shares. Accordingly, the Reporting Persons disclaim beneficial ownership of the Warrants and the underlying Shares.

(b) The Reporting Persons share the powers to vote, direct the vote of, dispose of, or direct the disposition of all of the Shares they may be deemed to own beneficially.

(c) Except to the extent the acquisition of the Option (described in Item 3 and 5(a)) may be deemed to be a transaction in the Shares, the Reporting Persons effected no transactions in the Shares during the past sixty days.

(d) Not applicable.

(e) Not applicable.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

If they exercise the Option, the Option and Warrant Agreement will give the Reporting Persons various rights to require the Issuer to register all or any portion of the Shares underlying their warrants, on certain registration statements that the Issuer would prepare in accordance with the Securities Act of 1933, including the right to demand that the Issuer prepare one such registration statement for which the Reporting Persons have the right to prevent the Issuer from registering Shares or Warrant Shares, other than those held by the Reporting Persons. The Option and Warrant Agreement, in addition, provides the Reporting Persons with (i) rights in the nature of pre-emptive rights; (ii) various anti-dilution rights; and (iii) the right to automatically obtain additional anti-dilution protection or preemptive rights the Issuer may grant to any

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other person.

Under the Loan Agreement, the Reporting Persons are entitled to (i) attend all meetings of the Issuer's Board of Directors (including committee and sub-committee meetings), (ii) receive all minutes of and written materials provided to directors in connection with such meetings, and (iii) receive written notification at least ten days prior to each such meeting. In addition, under the Option and Warrant Agreement, if the Reporting Persons exercise the Option, so long as their Warrants and/or Warrant Shares (as defined in the Option and Warrant Agreement) collectively represent at least 2% of the Issuer's Capital Stock (as defined in the Option and Warrant Agreement) (on a fully diluted basis), they are entitled to attend meetings of the Issuer's Board of Directors (including committee meetings).

The Loan Agreement limits the Reporting Persons' liability to the Issuer with respect to liability arising from or related to the transactions contemplated by the Loan Documents (as defined in the Loan Agreement). The Option and Warrant Agreement limits the liability of the Reporting Persons and the Issuer to each other and to any third party beneficiaries including the Issuer's equity holders; in addition, the Issuer has waived its rights to sue the Reporting Persons for any damages. Under the Loan Agreement, the Issuer is required to defend the Reporting Persons from all losses or liabilities arising out of or in connection with any Loan Document (as defined in the Loan Agreement) and to indemnify the Reporting Persons for all costs and losses arising from, among other things, (i) the Reporting Persons' exercise of their rights under the Loan Agreement and/or (ii) the misrepresentation, gross negligence or willful misconduct of the Issuer. Under both the Agreements, the Reporting Persons and the Issuer waive their respective rights to a jury trial in respect of any litigation in connection with any Loan Document (as defined in the Loan Agreement) or course of dealing between them.

Except as described in this schedule, the Reporting Persons know of no contracts, arrangements, understandings or relationships (legal or otherwise) between any of the persons named in Item 2 or between such persons and any other person (including, without limitation, the Instruction C Persons) with respect to any securities of the Issuer, including transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit No.	Description
-----	-----
1	Joint Filing Agreement, dated July 11, 2001, between the Reporting Persons.
2	Credit Facility Agreement, dated June 29, 2001, between the Reporting Persons, the Issuer, and each of its direct and indirect subsidiaries, and Glenn Fisher Entertainment Corporation.
3	Option and Warrant Agreement, dated June 29, 2001, between the Reporting Persons and the Issuer.

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MCG CAPITAL CORPORATION

Dated: July 11, 2001

By: /s/ Samuel G. Rubenstein

-----  
 Name: Samuel G. Rubenstein  
 Title: Attorney-in-Fact, under Power of  
 Attorney dated June 28, 2001,  
 filed as an exhibit to the Reporting  
 Persons' Schedule 13D re: Bizness  
 Online.com, Inc.

MCG FINANCE CORPORATION

Dated: July 11, 2001

By: /s/ Samuel G. Rubenstein

-----  
 Name: Samuel G. Rubenstein  
 Title: Attorney-in-Fact, under Power of  
 Attorney dated June 28, 2001,  
 filed as an exhibit to the Reporting  
 Persons' Schedule 13D re: Bizness  
 Online.com, Inc.

SCHEDULE I

DIRECTORS AND EXECUTIVE OFFICERS OF MCG CAPITAL AND MCG FINANCE

1. DIRECTORS AND EXECUTIVE OFFICERS OF MCG CAPITAL

The following table sets forth the name and present principal occupation or employment of each director and executive officer of MCG Capital. Each person listed below is a citizen of the United States.

Name, Title or Position	Title, Principal Occupation	Business Address a
----- with MCG Capital -----	----- or Employment -----	----- Number -----
Norman W. Alpert Director	Managing Director and founding partner of Vestar Capital Partners	245 Park Avenue, 41 New York, New York (212) 351-1606
Joseph P. DiSabato Director	Managing Director of Goldman, Sachs & Co.	85 Broad Street, Ne New York 10004; (212) 902-5385



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Joseph H. Gleberman Director	Managing Director of Goldman, Sachs & Co.	85 Broad Street, Ne New York 10004; (212) 902-5385
Todd N. Khoury Director	Managing Director of Vestar Capital Partners	245 Park Avenue, 41 New York, New York (212) 351-1616
Robert J. Merrick Director and Chief Credit Officer	Chief Credit Officer of MCG Capital	1100 Wilson Bouleva 800, Arlington, Vir (703) 247-7500
Wallace B. Millner Director	Retired	1100 Wilson Bouleva 800, Arlington, Vir (703) 247-7500
Bryan J. Mitchell Chairman of the Board and Chief Executive Officer	Chairman of the Board and Chief Executive Officer of MCG Capital	1100 Wilson Bouleva 800, Arlington, Vir (703) 247-7500
Janet C. Perlowski Chief Financial Officer	Chief Financial Officer of MCG Capital	300 Arboretum Place Richmond, Virginia (804) 272-5468
Michael A. Pruzan Director	Partner at Soros Private Equity Partners	888 Seventh Avenue, York, New York 1010 (212) 333-9788
Samuel G. Rubenstein Executive Vice President, General Counsel and Secretary	Executive Vice President, General Counsel and Secretary of MCG Capital	1100 Wilson Bouleva 800, Arlington, Vir (703) 247-7500
B. Hagen Saville Executive Vice President, Business Development	Executive Vice President, Business Development of MCG Capital	1100 Wilson Bouleva 800, Arlington, Vir (703) 247-7500
Steven F. Tunney Director, President, Chief Operating Officer and Treasurer	Director, President, Chief Operating Officer and Treasurer of MCG Capital	1100 Wilson Bouleva 800, Arlington, Vir (703) 247-7500

2. DIRECTORS AND EXECUTIVE OFFICERS OF MCG FINANCE.

All of the above listed directors and executive officers of MCG Capital hold equivalent positions at MCG Finance. In addition, the following table sets forth certain information with respect to the director of MCG Finance who is not a director of MCG Capital. The director is a citizen of the United States.

Name	Title, Principal Occupation or Employment	Business Address and Phone Number
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Jeffrey M. Bucher  
Director

Of Counsel at Kozusko, Lahey &  
Harris, LLP

1666 K Street, NW, Suite 400  
Washington, DC 20006;  
(202) 457-7200 x7220

SCHEDULE II

The name, position and present principal occupation of each executive officer of GS Advisors, L.L.C., the sole general partner of GS Capital Partners II, L.P., and the name, position and present principal occupation of each executive officer of GS Advisors II, L.L.C., the sole general partner of GS Capital Partners II Offshore, L.P., are set forth below.

The business address for all the executive officers listed below except Gene T. Sykes, Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Randall A. Blumenthal, Syaru (Shirley) Lin, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin, Mary Nee and Ulrika Werdelin is 85 Broad Street, New York, New York 10004. The business address of Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin and Ulrika Werdelin is 133 Fleet Street, London EC4A 2BB, England. The business address of Syaru (Shirley) Lin, and Mary Nee is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Gene T. Sykes and Randall A. Blumenthal is 2765 Sand Hill Road, Menlo Park, CA 94025.

All executive officers listed below are United States citizens except Richard S. Sharp, Sanjeev K. Mehra, Antoine L. Schwartz, Patrick E. Mulvihill, Hughes B. Lepic, Peter Schiefer, Atul Kapur, Michel Plantevin, and Ulrika Werdelin. Richard S. Sharp is a citizen of the United Kingdom. Sanjeev K. Mehra is a citizen of India. Atul Kapur is a citizen of Singapore. Antoine L. Schwartz, Hughes B. Lepic and Michel Plantevin are citizens of France. Patrick E. Mulvihill is a citizen of Ireland. Peter Schiefer is a citizen of Germany. Ulrika Werdelin is a citizen of Sweden.

NAME ----	POSITION -----	PRESENT PRINCIPAL OCCUPATION -----
Richard A. Friedman	President	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Vice President	Managing Director of Goldman, Sachs & Co.
Terence M. O'Toole	Vice President	Managing Director of Goldman, Sachs & Co.
Gene T. Sykes	Vice President	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Vice President	Managing Director of Goldman, Sachs & Co.

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Richard S. Sharp	Vice President	Managing Director of Goldman Sachs International
Esta E. Stecher	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Barry S. Volpert	Vice President	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Vice President	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs & Co.
Antoine L. Schwartz	Vice President	Managing Director of Goldman Sachs International
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Elizabeth C. Fascitelli	Treasurer	Managing Director of Goldman, Sachs & Co.
Patrick E. Mulvihill	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
David J. Greenwald	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Dan H. Jester	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs International
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Sarah G. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Randall A. Blumenthal	Vice President	Managing Director of Goldman, Sachs & Co.
Syaru (Shirley) Lin	Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Douglas F. Londal	Vice President	Managing Director of Goldman, Sachs & Co.
Stephen S. Trevor	Vice President	Managing Director of Goldman Sachs International
Peter Schiefer	Vice President	Managing Director of Goldman Sachs International
Abraham Bleiberg	Vice President	Managing Director of Goldman Sachs & Co.
Joseph P. DiSabato	Vice President	Managing Director of Goldman Sachs & Co.

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Robert R. Gheewalla	Vice President	Managing Director of Goldman Sachs & Co.
Ronald H. Jacobe	Vice President	Managing Director of Goldman Sachs & Co.
Atul Kapur	Vice President	Managing Director of Goldman Sachs International
Michel Plantevin	Vice President	Managing Director of Goldman Sachs International
John E. Bowman	Vice President	Vice President of Goldman, Sachs & Co.
Katherine B. Enquist	Vice President/Secretary	Vice President of Goldman, Sachs & Co.
James B. McHugh	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Beverly L. O'Toole	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Mary Nee	Vice President	Executive Director of Goldman Sachs (Asia) L.L.C.
Katherine L. Nissenbaum	Vice President/ Assistant Secretary	Vice President of Goldman, Sachs & Co.
Ulrika Werdelin	Vice President	Executive Director of Goldman Sachs International

### SCHEDULE II (CONT'D)

The name and principal occupation of each member of the Principal Investment Area Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing GS Advisors, L.L.C., and GS Advisors II, L.L.C., are set forth below.

The business address for each member listed below except Gene T. Sykes, Richard S. Sharp, Barry S. Volpert, Scott B. Kapnick, Antoine L. Schwartz and Robert V. Delaney is 85 Broad Street, New York, New York 10004. The business address of Gene T. Sykes is 2765 Sand Hill Road, Menlo Park, CA 94025. The business address of Richard S. Sharp, Barry S. Volpert, Scott B. Kapnick and Antoine L. Schwartz is 133 Fleet Street, London EC4A 2BB, England. The business address of Robert V. Delaney is 12-32, Akasaka 1-chome, Minato-ku, Tokyo 107-6005, Japan.

All members listed below except Richard S. Sharp, Sanjeev K. Mehra and Antoine L. Schwartz are United States citizens. Richard S. Sharp is a citizen of the United Kingdom, Sanjeev K. Mehra is a citizen of India and Antoine L. Schwartz is a citizen of France.

NAME	PRESENT PRINCIPAL OCCUPATION
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Peter M. Sacerdote	Advisory Director of Goldman, Sachs & Co.
Richard A. Friedman	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Managing Director of Goldman, Sachs & Co.
Robin Neustein	Managing Director of Goldman, Sachs & Co.
Terence M. O'Toole	Managing Director of Goldman, Sachs & Co.
Gene T. Sykes	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Managing Director of Goldman, Sachs & Co.
Robert V. Delaney	Managing Director of Goldman Sachs (Japan) Ltd.
Richard S. Sharp	Managing Director of Goldman Sachs International
Barry S. Volpert	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Managing Director of Goldman, Sachs & Co.
Scott B. Kapnick	Managing Director of Goldman Sachs International
Peter G. Sachs	Senior Director of The Goldman Sachs Group, Inc.
Antoine L. Schwartz	Managing Director of Goldman Sachs International

### SCHEDULE II (CONT'D)

The name and principal occupation of each member of the Stone Street Investment Committee of Goldman, Sachs & Co., which exercises the authority of Goldman, Sachs & Co. in managing Stone Street 1998, L.L.C. are set forth below.

The business address for each member listed below is 85 Broad Street, New York, New York 10004.

All members listed below except Sanjeev K. Mehra are United States citizens. Sanjeev K. Mehra is a citizen of India.

NAME	PRESENT PRINCIPAL OCCUPATION
Peter M. Sacerdote	Advisory Director of Goldman, Sachs & Co.
Peter G. Sachs	Senior Director of The Goldman Sachs Group, Inc.
Richard A. Friedman	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Managing Director of Goldman, Sachs & Co.
Terence M. O'Toole	Managing Director of Goldman, Sachs & Co.
Sanjeev K. Mehra	Managing Director of Goldman, Sachs & Co.

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### SCHEDULE II (CONT'D)

The name, position and present principal occupation of each executive officer of Stone Street 1998, L.L.C., the sole general partner of Stone Street Fund 1998, L.P. and the managing general partner of Bridge Street Fund 1998, L.P., are set forth below.

The business address for all the executive officers listed below except Gene T. Sykes, Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Randall A. Blumenthal, Syaru (Shirley) Lin, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin, Mary Nee and Ulrika Werdelin is 85 Broad Street, New York, New York 10004. The business address of Richard S. Sharp, Barry S. Volpert, Antoine L. Schwartz, Hughes B. Lepic, Stephen S. Trevor, Peter Schiefer, Atul Kapur, Michel Plantevin and Ulrika Werdelin is 133 Fleet Street, London EC4A 2BB, England. The business address of Syaru (Shirley) Lin and Mary Nee is Cheung Kong Center, 68th Floor, 2 Queens Road, Central, Hong Kong. The business address of Gene T. Sykes and Randall A. Blumenthal is 2765 Sand Hill Road, Menlo Park, CA 94025.

All executive officers listed below are United States citizens except Richard S. Sharp, Sanjeev K. Mehra, Antoine L. Schwartz, Patrick E. Mulvihill, Hughes B. Lepic, Peter Schiefer, Atul Kapur, Michel Plantevin, and Ulrika Werdelin. Richard S. Sharp is a citizen of the United Kingdom. Sanjeev K. Mehra is a citizen of India. Atul Kapur is a citizen of Singapore. Antoine L. Schwartz, Hughes B. Lepic and Michel Plantevin are citizens of France. Patrick E. Mulvihill is a citizen of Ireland. Peter Schiefer is a citizen of Germany. Ulrika Werdelin is a citizen of Sweden.

NAME	POSITION	PRESENT PRINCIPAL OCCUPATION
Peter M. Sacerdote	Chairman/President	Advisory Director of Goldman, Sachs & Co.
Peter G. Sachs	Vice President	Senior Director of The Goldman Sachs Group, Inc.
Richard A. Friedman	Vice President	Managing Director of Goldman, Sachs & Co.
Joseph H. Gleberman	Vice President	Managing Director of Goldman, Sachs & Co
Terence M. O'Toole	Vice President	Managing Director of Goldman, Sachs & Co.
Gene T. Sykes	Vice President	Managing Director of Goldman, Sachs & Co.
Henry Cornell	Vice President	Managing Director of Goldman, Sachs & Co.
Richard S. Sharp	Vice President	Managing Director of Goldman Sachs International
Esta E. Stecher	Vice President/ Assistant Secretary	Managing Director of Goldman, Sachs & Co.

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Barry S. Volpert	Vice President	Managing Director of Goldman Sachs International
Sanjeev K. Mehra	Vice President/ Treasurer	Managing Director of Goldman, Sachs & Co.
Muneer A. Satter	Vice President	Managing Director of Goldman, Sachs & Co.
Antoine L. Schwartz	Vice President	Managing Director of Goldman Sachs International
Steven M. Bunson	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Elizabeth C. Fascitelli	Vice President	Managing Director of Goldman, Sachs & Co.
Patrick E. Mulvihill	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
David J. Greenwald	Vice President/ Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Hughes B. Lepic	Vice President	Managing Director of Goldman Sachs International
Russell E. Makowsky	Assistant Secretary	Managing Director of Goldman, Sachs & Co.
Sarah G. Smith	Assistant Treasurer	Managing Director of Goldman, Sachs & Co.
Randall A. Blumenthal	Vice President	Managing Director of Goldman, Sachs & Co.
Syaru (Shirley) Lin	Vice President	Managing Director of Goldman Sachs (Asia) L.L.C.
Douglas F. Londal	Vice President	Managing Director of Goldman, Sachs & Co.
Stephen S. Trevor	Vice President	Managing Director of Goldman Sachs International
Peter Schiefer	Vice President	Managing Director of Goldman Sachs International
Abraham Bleiberg	Vice President	Managing Director of Goldman, Sachs & Co.
Joseph P. DiSabato	Vice President	Managing Director of Goldman, Sachs & Co.
Robert R. Gheewalla	Vice President	Managing Director of Goldman, Sachs & Co.
Ronald H. Jacobe	Vice President	Managing Director of Goldman, Sachs & Co.
Atul Kapur	Vice President	Managing Director of

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		Goldman Sachs International
Michel Plantevin	Vice President	Managing Director of Goldman Sachs International
John E. Bowman	Vice President	Vice President of Goldman, Sachs & Co.
Katherine B. Enquist	Vice President/ Secretary	Vice President of Goldman, Sachs & Co.
James B. McHugh	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Beverly L. O'Toole	Assistant Secretary	Vice President of Goldman, Sachs & Co.
Mary Nee	Vice President	Executive Director of Goldman Sachs (Asia) L.L.C.
Katherine L. Nissenbaum	Vice President/ Assistant Secretary	Vice President of Goldman, Sachs & Co.
Richard J. Stingi	Vice President	Vice President of Goldman, Sachs & Co.
Ulrika Werdelin	Vice President	Executive Director of Goldman Sachs International

SCHEDULE II (CONT'D)

The name, position and present principal occupation of each executive officer and director of Goldman, Sachs & Co. Finanz GmbH which is the sole managing general partner of Goldman, Sachs & Co. oHG (which, in turn, is the managing partner of GS Capital Partners II (Germany) Civil Law Partnership) are set forth below.

The business address for each of the executive officers and directors listed below is MesseTurm, 60308 Frankfurt am Main, Germany.

Of the directors and executive officers listed below, Timothy C. Plaut and Alexander C. Dibelius are citizens of Germany and Jonathan S. King is a citizen of the United Kingdom.

Name	Position	Present Principal Occupation
Jonathan S. King	Managing Director	Executive Director of Goldman, Sachs & Co. oHG
Timothy C. Plaut	Managing Director	Managing Director of Goldman, Sachs & Co. oHG
Alexander C. Dibelius	Managing Director	Managing Director of



SCHEDULE III

On April 6, 2000, in connection with an industry-wide investigation by the Securities and Exchange Commission (the "SEC") relating to the pricing of government securities in advance refunding transactions, Goldman, Sachs & Co. (the "Firm") joined in a global settlement resolving the SEC investigation as well as a related qui tam lawsuit purportedly brought on behalf of the United States entitled United States ex rel. Lissack v. Goldman, Sachs & Co., et al., 95 Civ. 1363 (S.D.N.Y.) (BSJ). Pursuant to the settlement, without admitting or denying the findings, the Firm consented to the issuance of an SEC administrative order (SEA Rel. No. 42640) which, among other things, found that the Firm had violated Sections 17(a)(2) and (3) of the Securities Act of 1933 in connection with such pricing of government securities, required the Firm to cease and desist from violating such provisions, and ordered the Firm to make payments totaling approximately \$5.1 Million to the U.S. Treasury and \$104,000 to two municipalities. Under the global settlement, the qui tam lawsuit was dismissed with prejudice, and the Internal Revenue Service agreed not to challenge the tax-free nature of the refundings by virtue of the pricing of such securities.